

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973
(202) 393-2266
FAX (202) 393-2156

OF COUNSEL
URBAN A. LESTER

September 24, 1999

RECORDATION NO. 18817-C

FILED

SEP 24 '99

2-00PM

W. Williams
Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of a Memorandum of Assignment of Lease Agreement, dated as of September 24, 1999, a secondary document, as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 18817.

The name and address of the party to the enclosed document are:

Assignor: General Electric Business Asset Funding Corporation
Four North Park Drive, Suite 500
Hunts Valley, Maryland 21030

Assignee: The Fifth Third Leasing Company
Fifth Third Center
Cincinnati, Ohio 45263

A description of the railroad equipment covered by the enclosed document is:

Equipment as originally filed herein for the 25
railcars identified on Ex. A attached only.

Mr. Vernon Williams
September 24, 1999
Page Two

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

Pullman Standard 4750 Railcars, including repairs and reconfiguration, identified as follows:

	CAR NUMBER	
1	AEX	112200
2	AEX	112201
3	AEX	112202
4	AEX	112203
5	AEX	112204
6	AEX	112205
7	AEX	112206
8	AEX	112207
9	AEX	112208
10	AEX	112209
11	AEX	112210
12	AEX	112211
13	AEX	112212
14	AEX	112213
15	AEX	112214
16	AEX	112215
17	AEX	112216
18	AEX	112217
19	AEX	112218
20	AEX	112219
21	AEX	112220
22	AEX	112221
23	AEX	112222
24	AEX	112223
25	AEX	112224

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MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENT (this "Memorandum") is made and entered into as of September ~~21~~, 1999, by and between GENERAL ELECTRIC BUSINESS ASSET FUNDING CORPORATION ("Assignor") and THE FIFTH THIRD LEASING COMPANY ("Assignee").

Assignor, successor to MetLife Capital, Limited Partnership, as Lessor, and The Andersons, Inc., successor by merger to The Andersons, an Ohio limited partnership, as Lessee have heretofore entered into that certain Master Equipment Lease Agreement dated May 19, 1994 (the "Lease") pertaining to the railcars described therein (the "Railcars").* The Lease was filed on May 24, 1994 under Recordation Number 18817 with the Surface Transportation Board (formerly known as the Interstate Commerce Commission) pursuant to 49 U.S.C. § 11301.

Concurrently herewith, Assignor has assigned to Assignee all right, title and interest of Assignor in and to the Railcars and the Lease; and the parties desire to effect the assignment of the rights of Assignor under the Lease.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest of Assignor in, to and under the Lease; and Assignee accepts such assignment.

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same instrument.

John.
* Railcars limited to the 25 identified
on Ex. A attached hereto.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

By: 

Name: _____

STEVEN J. WILLIAMS

Title: _____

TRANSACTION AND SYNDICATION
MANAGER

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By: _____

Name: _____

Title: _____

HTTUCKER:275128.1:9/23/99:10:58 AM

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Assignment of Lease Agreement to be executed as of the date first above written.

ASSIGNOR:

GENERAL ELECTRIC BUSINESS ASSET
FUNDING CORPORATION

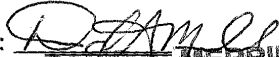
By: _____

Name: _____

Title: _____

ASSIGNEE:

THE FIFTH THIRD LEASING COMPANY

By: 

Name: **DAVID A. MERRILL**

Title: **VICE PRESIDENT**

HTTUCKER:275128.1:9/23/99:10:58 AM

IN WITNESS WHEREOF, The Andersons, Inc. and MetLife have caused this Amendment to be executed by their respective duly authorized representatives as of the date first set forth above.

THE ANDERSONS, INC.

By Nicholas C. Conrad
Title: Cash Mgr

METLIFE CAPITAL, LIMITED PARTNERSHIP
By: MetLife Capital Corporation, General Partner

By See pg. 3
Title: _____

STATE OF OHIO)
) ss
COUNTY OF LUCAS)

Before me, a Notary Public, in and for said county and state, personally appeared Nicholas C. Conrad, the Cash Manager of The Andersons, Inc., an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument on behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio, this 18th day of July, 1996.



Cathy L. Redford
Notary Public
My commission expires:

CATHY L. REDFORD
Notary Public, Lucas Cty., State of Ohio
My Commission Expires 4-10-99

STATE OF Maryland
COUNTY OF Baltimore) ss.

On this 23rd day of September, 1999, before me appeared Steve Williams the person who signed the foregoing instrument, who acknowledged that [he][she] is the of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

Tracy E. Houd
Notary Public

My commission expires: 8-1-02,

STATE OF _____)
COUNTY OF _____) ss.

On this ___ day of September, 1999, before me appeared _____, the person who signed the foregoing instrument, who acknowledged that [he][she] is the of The Fifth Third Leasing Company and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires: _____,

STATE OF _____)

) ss.

COUNTY OF _____)

On this ____ day of September, 1999, before me appeared _____, the person who signed the foregoing instrument, who acknowledged that [he][she] is the _____ of General Electric Business Asset Funding Corporation and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]

Notary Public

My commission expires: _____, ____

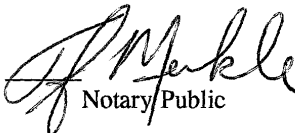
STATE OF OHIO)

) ss.

COUNTY OF Hamilton)

On this 23 day of September, 1999, before me appeared DAVID MERRILL, the person who signed the foregoing instrument, who acknowledged that [he][she] is the VICE PRESIDENT of The Fifth Third Leasing Company and that, being duly authorized, [he][she] signed such instrument as a free act on behalf of said corporation.

[Seal]


Notary Public

My commission expires: _____, ____

THOMAS J. MERKLE
Notary Public, State of Ohio
My Commission Expires Dec. 16, 2001

EXHIBIT A

Pullman Standard 4750 Railcars, including repairs and reconfiguration, identified as follows:

	CAR NUMBER
1	AEX 112200
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17	AEX 112216
18	AEX 112217
19	AEX 112218
20	AEX 112219
21	AEX 112220
22	AEX 112221
23	AEX 112222
24	AEX 112223
25	AEX 112224